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ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1202

(202) 942-5000
FACSIMILE: (202) 942-5999

PATRICK J. GRANT
(202) 942-6060

NEW YORK
DENVER
LOS ANGELES
LONDON

January 29, 1999

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TWB204
Washington, D.C. 20554

Re: SBC-Ameritech Merger
CC Docket No. 98-41

98-141

Dear Ms. Salas:

Please find enclosed two copies of a letter being hand-delivered today to Carol Matthey and Radhika Karmarkar for inclusion in the above-referenced docket.

Sincerely yours,



Patrick J. Grant

Enclosure

No. of Copies rec'd
List ABCDE

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EX PARTE OR LATE FILED



COPY

January 29, 1999

By Hand

Ms. Carol E. Matthey
Chief, Policy and Program Planning Division
Common Carrier Bureau
1919 M Street, N.W.
Room 544
Federal Communications Commission
Washington, DC 20554

RECEIVED
JAN 29 1999
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **SBC/Ameritech Merger; CC Docket No. 98-141**
FCC's Request for Supplemental Information from SBC

Dear Ms. Matthey:

This letter concerns your letter of January 5, 1999, to Dale (Zeke) Robertson of SBC Communications Inc. ("SBC") seeking information and documents from SBC with respect to its proposed merger with Ameritech Corporation ("Ameritech"). We are submitting this letter based on a series of telephone conversations between SBC representatives and FCC staff members that took place between January 7 and 28, 1999, in which SBC sought clarifications of and modifications to the requests contained in your letter. We appreciate the cooperation and courtesy we have been accorded by the FCC staff members in those discussions. As result of the discussions, SBC proposes the modifications and clarifications that are set forth below.

As a preliminary matter, however, we note that we have advised your staff that we are postponing our response to your letter for a few days in order to complete our discussions with the staff regarding the mechanics of the production. We plan to provide the requested documents and accompanying materials on Tuesday, February 2d.

General/Global Revisions

- SBC's search for documents will be limited to those SBC employees whose files were searched in response to the DOJ's Second Request and to the files of Messrs. Kahan, Sigman, Kaplan and Carter, and the files of all persons who work for Mr. Carter. SBC will not be required to search for documents in the files of the 19 individuals identified in the January 19, 1999 letter from Jeanne Thomas to Radhika Karmarkar.

- With the exception of questions 9 and 10, all requests for information or documents will be limited to the period from February 8, 1996 to January 15, 1999.
- With the exception of question 3, SBC will not be required to search SNET files for information or documents in response to any of the questions.
- SBC will not be required to produce documents or information that would result in a violation of confidentiality agreements or other similar arrangements between SBC and third parties. SBC will, however, discuss with the FCC such documents or information that would otherwise be responsive to the FCC's request and will discuss the terms of the confidentiality restrictions. This limitation applies to the responses for all questions in the FCC's request.
- SBC will not be required to produce information or documents "on an ongoing basis" as currently requested by several questions, although SBC may provide updated information as appropriate.

Revisions/Limitations to Specific Questions

- **Question No. 1:** SBC is not required to produce documents regarding the provision of wireless services separately (i.e., wireless services not offered as part of a bundled service offering). Initially, a response to subsection (e) will be deferred. After reviewing other documents produced, the FCC staff may seek additional documents responsive to subsection (e).
- **Question No. 2:** In lieu of producing documents or information in response to this question, SBC will promptly make a presentation to the FCC staff in which SBC will provide specific information about representative RFPs. Thereafter, to the extent the staff requests further information or documents, the response will be limited to: (a) retail services; (b) and information or documents in the possession of SBC's Strategic Markets Group. SBC is not required to produce RFPs for telecommunications services within a single state served by SBC.
- **Question No. 5:** In the case of each subsection, the response will be limited to information from the WEFA database and other publicly available data that SBC personnel used in preparing analyses or studies with respect to the merger and the National-Local Strategy. Internal analyses prepared by Mr.

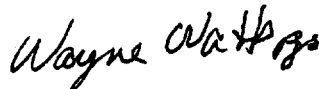
Ms. Carol E. Matthey
January 29, 1999
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Carter's group using external data will be produced. SBC will not be required to produce the list of individuals referred to in subsection (f).

- **Question No. 7:** In the case of subsection (d), the request will be limited to those documents that pertain to CLEC activity in the 30 out-of-region markets SBC plans to enter (rather than in all U.S. markets in which CLECs in any of those 30 markets is now offering service). Please note that SBC's counsel has loaned to the FCC staff a copy of the most recent version (the 9th edition) of the New Paradigm Resources Group/Connecticut Research "Annual Report on Local Telecommunications Competition."
- **Question Nos. 9 and 10:** SBC representatives and FCC staff will have further discussions regarding these questions and, pending the outcome of those discussions, SBC will not be required to produce information or documents in response to these questions.
- **Question No. 11:** This request will be limited to documents in the possession of SBC's Investor Relations Group.
- **Question No. 16:** The words "and provide all related documents" on the second and third lines of page 11 will be deleted; although SBC will provide documents, if any exist, that respond to the requests in subsections (c) and (e).
- **Question No. 17:** The response to the introduction and to subsection (a) of this question will identify the Section 271 applications filed by SBC in which Ameritech is cited as an example of a CLEC.

Please confirm that the foregoing clarifications and modifications are acceptable.
Thank you.

Sincerely,



Wayne Watts
Assistant General Counsel

cc: Radhika Karmarkar